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September 30, 2011

Via Email and UPS Overnight

The Honorable Battle R. Robinson
104 West Market Street
Georgetown, DE 19947

RE: Proposed Affiliation of BCBSD, Inc. ("BCBSD") with Highmark, Inc. ("Highmark")

Dear Judge Robinson:

Enclosed please find a copy of the pre-hearing memorandum (the "Memorandum") of the Delaware Department of Justice (the "DOJ") in the above-referenced matter, which has been slightly revised from the version filed on September 27, 2011 in order to be consistent with Your Honor's ruling of yesterday regarding the admissibility of the report prepared by Grace Global Capital, LLC. A redline of the revised brief is also enclosed for the parties' convenience, but is not intended to be filed or part of the record for this proceeding. A hard copy of the Memorandum and the exhibits will be delivered to Your Honor and Your Honor's counsel.

The DOJ respectfully requests that the Memorandum and the exhibits thereto be treated as confidential pending the filing of a public version of the Memorandum and the exhibits. The DOJ requests that the parties submit any proposed redactions within 48 hours of service, after which the DOJ will make publicly available, upon request, a copy of the Memorandum and exhibits thereto.

Counsel for the DOJ are available at Your Honor's convenience to discuss this or any other matter.

Respectfully submitted,

Meredith Tweedie

Meredith Stewart Tweedie

cc: See attached service list (by email only)

<p>The Honorable Battle R. Robinson 104 W. Market St. Georgetown, DE 19947 Phone: 302-856-2248 Email: robinsonrh@ce.net <i>Hearing Officer</i></p> <p>And</p> <p>GianClaudio Finizio, Esquire Bayard, P.A. 222 Delaware Avenue, Suite 900 P.O. Box 25130 Wilmington, DE 19801 Phone: 302-429-4240 Email: gfinizio@bayardlaw.com <i>Counsel to Hearing Officer Robinson</i></p>	<p>Michael Houghton, Esquire Leslie Polizoti, Esquire Morris, Nichols, Arsht & Tunnell LLP 1201 North Market Street, 18th Floor P.O. Box 1347 Wilmington, DE 19899-1347 Phone: 302-351-9215 Email: mhoughton@mnat.com Email: lpolizoti@mnat.com</p>
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